



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604  
312/786-6000

RECORDATION NO. 11366 Filed & Recorded

OCT 16 1986 1-10 PM October 10, 1985

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Date 10/16/86  
Fee \$ 10.00  
ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series P, Supplement No. 4,  
dated October 1, 1986

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 4, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of January 1, 1980.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 11366.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

The equipment covered by Equipment Trust Agreement, Series P, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

Mr. James Bayne  
Interstate Commerce Commission  
October 10, 1986  
Page Two

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours;

A handwritten signature in cursive script, appearing to read "Gus Svolos".

Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

## EQUIPMENT TRUST, SERIES F.

EXHIBIT 1

## SCHEDULE A

QUANTITY	TYPE	Estimated Cost Per Unit	TOTAL
15	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, Builder; numbered 6390 to 6404, inclusive-----	\$ 642,000	\$ 9,639,000
450	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 178550 to 178999, inclusive--	42,500	19,125,000
4	235-ton Heavy-duty Flat Cars, with roller bearing trucks, Maxson Corporation, builder; numbered 90001 to 90004 inclusive-----	235,000	940,000
4	62' Insulated Box Cars, 100-ton capacity, with roller bearing trucks, PACCAR, Inc., builder; numbered 625374 to 625377 inclusive--	80,000	320,000
25	3,000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; Nos. 5137 to 5161, both inclusive-----	875,000	21,875,000
14	3,500 H.P. Diesel Locomotives (Model GP-50) General Motors Corporation (Electro-Motive Division), builder; Nos. 3810 to 3823, both inclusive-----	765,000	10,710,000
68	26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc. builder; Nos. 98600 to 98667, both inclusive-----	45,000	3,060,000
1	Enclosed Tri-Level Auto Rack (TL-10), Thrall Car Manufacturing Company, builder; No. 1953	35,072	35,072

## EQUIPMENT TRUST, SERIES P

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated</u> <u>Per Unit</u>	<u>Cost</u> <u>Total</u>
1	Enclosed Tri-Level Auto Rack (TL-12), Thrall Car Manufacturing Company, Builder; No. 2105 . . . .	\$32,230	\$ 32,230
	Total . . . .		<u>\$65,736,302</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES P

RECORDATION NO. 11366-2  
00716 1986 1-10 PM  
Filed & Recorded  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of January 1, 1980 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series P, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	Enclosed Tri-level Auto Rack (TL-12), Thrall Car Manufacturing Company, Builder; No. 2105	\$32,230	\$32,230

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By   
Executive Vice President

ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By   
Vice President

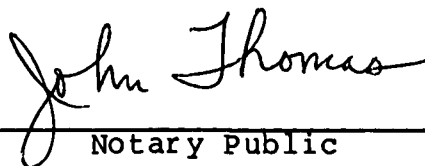
ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 7<sup>th</sup> day of October, 1986 before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

(Notarial Seal)  
My Commission Expires Feb. 3, 1988  
My Commission Expires

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 10<sup>th</sup> day of October, 1986 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

J. MUZQUIZ

(Notarial Seal)

My Commission Expires JULY 12, 1989

## EQUIPMENT TRUST, SERIES F.

EXHIBIT 1

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## EQUIPMENT TRUST, SERIES P

## SCHEDULE A

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